

L07000008084

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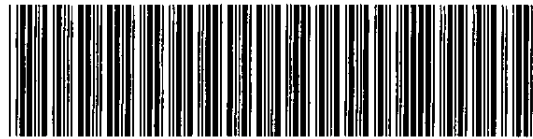
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TALLAHASSEE FLORIDA

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COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: CALIFORNIA II, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

TIMOTHY J. MURPHY
(Name of Person)

SHUTTS & BOWEN
(Firm/Company)

201 S. BISCAYNE BLVD., SUITE 1500
(Address)

MIAMI, FLORIDA 33131
(City/State and Zip Code)

For further information concerning this matter, please call:

TIMOTHY J. MURPHY at (**305**) **379-9137**
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION
OF CALIFORNIA II, LLC

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The name of the limited liability company is CALIFORNIA II, LLC.

The date of filing of the Articles of Organization for CALIFORNIA II, LLC (the Company") was January 19, 2007 and assigned Document Number L07000008084. The First Amendment to the Articles of Organization were filed April 23, 2007.

The following amendment to the Articles of Organization was adopted by the Unanimous Written Consent of the Member of the Company on September 30, 2007:

"The First Amendment to the Articles of Organization is ~~deleted~~ in its entirety and the following amendment is made:

ARTICLE IV – MANAGEMENT

CALIFORNIA II, LLC. is to be managed by the Board of Directors. The name of the initial Member of the Company is "Brooks Tropicals Holding, Inc., a Florida corporation."

Dated as of the 30 day of SEPTEMBER, 2007

Brooks Tropicals Holding, Inc., Sole Member

S. Craig Wheeling
Name: S. Craig Wheeling
Title: Secretary